ADITYA BIRLA

UltraTech

20th July, 2016

BSE Limited
Corporate Relationship Department
Phiroze Jeejeebhoy Towers,
Dalal Street
Mumbai 400 001.
Tel.: 2272 1233/34
Fax: 022 2272 2039/3121
Scrip Code: 532538

The Manager
Listing Department
The National Stock Exchange of India Limited
"Exchange Plaza", Bandra-Kurla Complex,
Bandra (East), Mumbai 400 051.
Tel.: 26598236
Fax: 2659 8237 / 38.
Scrip Code: ULTRACEMCO

Dear Sirs,

Sub: Outcome of the 16th Annual General Meeting of the Company.

The Company's 16th Annual General Meeting ("AGM") was held on Tuesday, 19th July, 2016 at 3:30 p.m. at Nehru Centre Auditorium, Discovery of India Building, Ground Floor, Dr. Annie Besant Road, Worli, Mumbai – 400 018.

In terms of the provisions of the Companies Act, 2013 and Rules made thereunder and provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company had provided remote e-voting facility and e-voting facility at the venue of the AGM. Mr. B. Narasimhan, Company Secretary of M/s. B. N. & Associates, Company Secretaries was appointed as the Scrutinizer to scrutinize the remote e-voting process and e-voting at the AGM. The Scrutinizer's Report dated 20th July, 2016 is attached as **Annexure 1**. All resolutions as set out in the Notice of the AGM have been duly approved by the shareholders with requisite majority.

In terms of the provisions of Regulation 44 of the Listing Regulations, the details of the results of voting held through remote e-voting and e-voting at the AGM is attached as **Annexure 2**.

This is for your information and records, please.

Yours very truly,

S. K. Chatterjee
Company Secretary

Encl: As/above

Annexure - 1

BN & ASSOCIATES
Company Secretaries

20th July, 2016

Combined Scrutinizer's Report

To,
The Chairman
UltraTech Cement Ltd
"B' Wing, Ahura Centre,
2nd Floor, Mahakali Caves Road,
Andheri (East) Mumbai 400093

Dear Sir,

Sub: Passing of Resolution(s) through remote e-voting and voting electronically at the venue of the Annual General Meeting pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015.

The Board of Directors of UltraTech Cement Limited (hereinafter referred to as the **"Company"**) at its meeting held on 9th June, 2016has appointed me as the Scrutinizer for the Remote E-voting process as well as the electronic voting to be conducted at the venue of the 16th Annual General Meeting ("AGM") pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2016 and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015

Report on Scrutiny:

- The Company had appointed Karvy Computershare Private Limited ("KCPL" or "RTA") as the Agency for providing the remote e-voting platform to the Members of the Company in connection with the AGM of the Company. KCPL had also provided a system for recording the votes of the Members at the venue electronically on all the items of the business.

Company Secretaries BN & ASSOCIATES PCS No. 10440, Mumbai

C/O. Karvy Computershare Pvt. Ltd. 24-B Raja Bahadur Mansion, Ground Floor, Ambalal Doshi Marg, B/H BSE, Fort, Mumbai - 400 023.
T :91 22 6623 5454 D:91 22 6623 5411 Fax:91 22 6633 1135 Cell :9820142331/9004089490
E-mail :narasimhan.b8@gmail.com // bn@karvy.com

Resi : 601/602, B-wing, Cosmic Heights, Bhakti Park, Imax Theater Compound, Wadala (E), Mumbai - 400 037.
(T) : 91 22 2403 6596

- KCPL are also the Registrar and Share Transfer Agents ('**RTA**') of the Company.

- The **Cut-off date** for the purposes of identifying the Members who were entitled to vote on the resolutions placed for approval of the Members was **Tuesday, 12th July 2016.**

- The Remote E-Voting facility was open from **Saturday, 16th July, 2016 9:00 A.M. to Monday, 18th July 2016 5:00 P.M.**

- The Company completed the dispatch of the notices to the members by 24th June, , 2016

- As prescribed in clause (v) of sub rule 4 of Rule 20, of the Companies (Management and Administration) Rules, 2014, as amended, the Company also released an advertisement, which was published in English language in Business Standard newspaper having country-wide circulation dated 27thJune 2016 and in Marathi language in Sakal newspaper dated 27th June, 2016.

- At the end of the voting period on July 18, 2016 at 5.00 P.M., the voting portal of KCPL was blocked.

- As prescribed under Rule 20 (4) (xiii) of the Companies (Management and Administration) Rules, 2014 as amended for the purpose of ensuring that Members who have cast their votes through remote e-voting do not vote again at the AGM, the Scrutinizer had access after closure of period of remote e-voting and before the start of AGM, to only such details relating to Members who have cast their votes through remote e-voting, such as their names, folios, number of shares held but not the manner in which they have voted.

- Accordingly, KCPL provided me the names, DP ID/ folio numbers and shareholding of Members who had cast their votes through remote e-voting.

- At the venue of the AGM the facility to vote electronically was provided to facilitate those Members present at the AGM who could not participate through Remote E-voting to record their votes electronically.

- On Tuesday, 19th July, 2016, after counting of the votes conducted at the venue of the AGM through electronic process, the votes cast through Remote E-Voting facility was duly unblocked by me as a Scrutinizer in the presence of Ms. Chandani Thakkar and Ms. Reena Anthony who acted as the witnesses.

- The voting done through remote e-voting and electronic voting at the meeting, were reconciled with the records maintained by the RTA and the authorizations / proxies lodged with the Company.

- Thereafter, I as a Scrutinizer duly compiled the details of the Remote E-Voting carried out by the Members together with the electronic voting done at the venue of the AGM, the details of which are as follows:



Details	Remote E-voting	Voting electronically at AGM	Total voting
Number of members who cast their votes	808	123	931
Total number of Shares held by them	229607268	70193	229677461
Valid Votes	Various as mentioned under each item of the Notice		
Abstained / Partly Voted/Invalid	Various as mentioned under each item of the Notice		

Note:

Percentage of votes cast in favour or against the resolutions are calculated based on the Valid Votes cast through Remote E-Voting and e-voting at the venue of the meeting.

I) Item No. 1 of the Notice (As an Ordinary Resolution):

Adoption of the Audited Financial Statements (including Audited Consolidated Financial Statements) for the financial year ended 31st March, 2016, the Reports of Directors' and Auditors' thereon.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Partly voted
	No. of shares	%age	No. of shares	%age	No. of shares
Remote E-voting	227815371	99.999	1	0.001	1375204
Electronic Voting at AGM	70171	99.969	22	0.031	-
TOTAL	227885542	99.999	23	0.001	1375204

Item 1 of Notice stands passed with the requisite majority

II) Item No. 2 of the Notice (As an Ordinary Resolution):

Declaration of dividend.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Partly voted
	No. of shares	%age	No. of shares	%age	No. of shares
Remote E-voting	228267774	99.999	1	0.001	1339351
Electronic Voting at AGM	70193	99.999	-	-	-
TOTAL	228337967	99.999	1	0.001	1339351

Item 2 of Notice stands passed with the requisite majority

III) Item No. 3 of the Notice (As an Ordinary Resolution):

Re-appointment of Mrs. Rajashree Birla, Director retiring by rotation.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Partly voted
	No. of shares	%age	No. of shares	%age	No. of shares
Remote E-voting	200759150	90.407	21303260	9.593	1339351
Electronic Voting at AGM	70193	99.999	-	-	-
TOTAL	200829343	90.410	21303260	9.590	1339351

Item 3 of Notice stands passed with the requisite majority

IV) Item No. 4 of the Notice (As an Ordinary Resolution):

Ratification of appointment of BSR & Co. LLP, Chartered Accountants, Mumbai as Joint Statutory Auditors of the Company.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Partly voted
	No. of shares	%age	No. of shares	%age	No. of shares
Remote E-voting	227596551	99.727	622957	0.273	1339361
Electronic Voting at AGM	70171	99.969	22	0.031	-
TOTAL	227666722	99.727	622979	0.273	1339361

Item 4 of Notice stands passed with the requisite majority

V) Item No. 5 of the Notice (As an Ordinary Resolution):

Appointment of M/s Khimji Kunverji & Co., Chartered Accountants as Joint Statutory Auditors of the Company.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Partly voted
	No. of shares	%age	No. of shares	%age	No. of shares
Remote E-voting	227596399	99.727	623099	0.273	1339371
Electronic Voting at AGM	70171	99.969	22	0.031	-
TOTAL	227666570	99.727	623121	0.273	1339371

Item 5 of Notice stands passed with the requisite majority

Company Secretaries BN & Associates PCS No. 10440, Mumbai

VI) Item No. 6 of the Notice (As an Ordinary Resolution):

Ratification of the remuneration of the Cost Auditors viz. M/s. N.I. Mehta & Co., Cost Accountants, Mumbai and M/s. N.D. Birla & Co., Cost Accountants, Ahmedabad for the financial year ending 31st March, 2017.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Partly voted
	No. of shares	%age	No. of shares	%age	No. of shares
Remote E-voting	228219345	99.999	1	0.001	1339381
Electronic Voting at AGM	70171	99.969	22	0.031	-
TOTAL	228289516	99.999	23	0.001	1339381

Item 6 of Notice stands passed with the requisite majority

VII) Item No. 7 of the Notice (As an Ordinary Resolution):

Appointment of Mr. K. K. Maheshwari as a Director of the Company.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Partly voted
	No. of shares	%age	No. of shares	%age	No. of shares
Remote E-voting	227651985	99.949	115614	0.051	1339371
Electronic Voting at AGM	70171	99.969	22	0.031	-
TOTAL	227722156	99.949	115636	0.050	1339371

Item 7 of Notice stands passed with the requisite majority

VIII) Item No. 8 of the Notice (As an Ordinary Resolution):

Appointment and remuneration of Mr. K. K. Maheshwari as the Managing Director of the Company.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Partly voted
	No. of shares	%age	No. of shares	%age	No. of shares
Remote E-voting	226317859	99.802	448644	0.198	1339371
Electronic Voting at AGM	70171	99.969	22	0.031	-
TOTAL	226388030	99.802	448666	0.198	1339371

Item 8 of Notice stands passed with the requisite majority

IX) Item No. 9 of the Notice (As an Ordinary Resolution):

Appointment of Mrs. Alka Marezban Bharucha as an Independent Director of the Company.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Partly voted
	No. of shares	%age	No. of shares	%age	No. of shares
Remote E-voting	226829155	99.598	1	0.412	1339190
Electronic Voting at AGM	70171	99.969	22	0.031	-
TOTAL	227384836	99.999	23	0.001	1339190

Item 9 of Notice stands passed with the requisite majority

X) Item No. 10 of the Notice (As an Ordinary Resolution):

Appointment of Mr. Atul Daga as a Director of the Company

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Partly voted
	No. of shares	%age	No. of shares	%age	No. of shares
Remote E-voting	226829155	99.598	938434	0.412	1339381
Electronic Voting at AGM	70171	99.969	22	0.031	-
TOTAL	226899326	99.589	938456	0.411	1339381

Item 10 of Notice stands passed with the requisite majority

XII) Item No. 11 of the Notice (As an Ordinary Resolution):

Appointment and remuneration of Mr. Atul Daga as Whole-time Director and Chief Financial Officer of the Company.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Partly voted
	No. of shares	%age	No. of shares	%age	No. of shares
Remote E-voting	225707972	99.512	1106694	0.488	1339190
Electronic Voting at AGM	70171	99.969	22	0.031	-
TOTAL	225778143	99.512	1106716	0.488	1339190

Item 11 of Notice stands passed with the requisite majority

Company Secretaries * BN & ASSOCIATES * PCS No. 10440, Mumbai

XII) Item No. 12 of the Notice (As a Special Resolution):

Issue of Non-convertible Redeemable Debentures on private placement basis upto an amount of Rs 9,000 crores

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Partly voted
	No. of shares	%age	No. of shares	%age	No. of shares
Remote E-voting	228267241	99.999	524	0.001	1339361
Electronic Voting at AGM	70171	99.969	22	0.031	-
TOTAL	228337412	99.999	546	0.002	1339361

Item 12 of Notice stands passed with the requisite majority

XIII) Item No. 13 of the Notice (As a Special Resolution):

Increase in borrowing limits of the Company

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Partly voted
	No. of shares	%age	No. of shares	%age	No. of shares
Remote E-voting	228267219	99.999	541	0.001	1339361
Electronic Voting at AGM	70171	99.969	22	0.031	-
TOTAL	228337390	99.999	563	0.002	1339361

Item 13 of Notice stands passed with the requisite majority

XIV) Item No. 14 of the Notice (As a Special Resolution):

Creation of security on the properties of the Company, both present and future, in favour of the lenders.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Partly voted
	No. of shares	%age	No. of shares	%age	No. of shares
Remote E-voting	228218910	99.999	607	0.001	1339361
Electronic Voting at AGM	70171	99.969	22	0.031	-
TOTAL	228289081	99.999	629	0.003	1339361

Item 14 of Notice stands passed with the requisite majority

Company Secretaries BN & ASSOCIATES PCS No. 10440, Mumbai

XV) Item No. 15 of the Notice (As a Special Resolution):

Increase in limits for investment in the equity share capital of the Company by Registered Portfolio Investors including Foreign Institutional Investors from 24% to 30%

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Abstained / Partly voted
	No. of shares	%age	No. of shares	%age	No. of shares
Remote E-voting	228267657	99.999	68	0.001	1339401
Electronic Voting at AGM	70171	99.969	22	0.031	-
TOTAL	228337828	99.999	90	0.001	1339401

Item 15 of Notice stands passed with the requisite majority.

All the Resolutions mentioned in the AGM Notice as per the above details stand passed under Remote E-voting and voting conducted at the AGM by way of Electronic voting with the requisite majority.

I hereby confirm that I have maintained the Registers received from the RTA and electronic voting data received from KCPL, in respect of the votes cast through Remote E-Voting and e-voting conducted at AGM by the Members of the Company. All relevant records of electronic voting will remain in our safe custody until the Chairman considers, approves and signs the minutes of the 16th AGM and the same shall be handed over thereafter to the Company Secretary for safe keeping.

Thanking you,
Yours faithfully,
For BN & Associates

Company Secretaries BN & Associates PCS No. 10440, Mumbai

B Narasimhan
Partner
FCS No. 1303 / CP. No. 10440)
Place: Mumbai **Date: July 20, 2016**

Witnesses:

1. Ms. Chandani Thakkar : C.H. Thakkar
2. Ms. Reena Anthony : Reena A

Received the Report together with other data/records mentioned therein:

Place: Mumbai
Date: July 20, 2016

Signed by Mr. Atul Daga
Whole-time Director and CFO

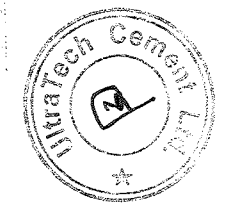
Annexure - 2

UltraTech Cement Limited	
Voting Results - Regulation 44(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	
Date of the AGM/EGM	19-07-2016
Total number of shareholders on record date	293,922
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	4
Public:	200
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	0
Public:	0

i.

Resolution required: (Ordinary/ Special)	**ORDINARY - Adoption of the Audited Financial Statements (including audited Consolidated Financial Statements) for the financial year ended 31st March, 2016, the Report of the Board of Directors' and Auditors' thereon.**
Whether promoter/ promoter group are interested in the agenda/resolution?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	168,138,057	166,812,761	99.2118	166,812,761	-	100.0000	0.0000
	Poll		45,538	0.0271	45,538	-	100.0000	0.0000
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	**168,138,057**	**166,858,299**	**99.2389**	**166,858,299**	**-**	**100.0000**	**-**
Public- Institutions	E-Voting	72,929,746	56,359,968	77.2798	56,359,968	-	100.0000	0.0000
	Poll		-	-	-	-	0.0000	0.0000
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	**72,929,746**	**56,359,968**	**77.2798**	**56,359,968**	**-**	**100.0000**	**-**
Public- Non Institutions	E-Voting	33,370,613	4,642,643	13.9124	4,642,642	1	99.9999	0.0000
	Poll		24,655	0.0739	24,633	22	99.9107	0.0892
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	**33,370,613**	**4,667,298**	**13.9863**	**4,667,275**	**23**	**99.9999**	**-**
	Total	**274,438,416**	**227,885,565**	**83.0371**	**227,885,542**	**23**	**99.99999**	**0.00001**



ii.

Resolution required: (Ordinary/ Special)	ORDINARY - Declaration of Dividend.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	**Mode of Voting**	**No. of shares held (1)**	**No. of votes polled (2)**	**% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100**	**No. of Votes – in favour (4)**	**No. of Votes – against (5)**	**% of Votes in favour on votes polled (6)=[(4)/(2)]*100**	**% of Votes against on votes polled (7)=[(5)/(2)]*100**
Promoter and Promoter Group	E-Voting	168,138,057	166,812,761	99.2118	166,812,761	-	100.0000	0.0000
	Poll		45,538	0.0271	45,538	-	100.0000	0.0000
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	**168,138,057**	**166,858,299**	**99.2389**	**166,858,299**	**-**	**100.0000**	**0.0000**
Public- Institutions	E-Voting	72,929,746	56,812,371	77.9001	56,812,371	-	100.0000	0.0000
	Poll		-	-	-	-	0.0000	0.0000
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	**72,929,746**	**56,812,371**	**77.9001**	**56,812,371**	**-**	**100.0000**	**0.0000**
Public- Non Institutions	E-Voting	33,370,613	4,642,643	13.9124	4,642,642	1	99.9999	0.0000
	Poll		24,655	0.0739	24,655	-	100.0000	0.0000
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	**33,370,613**	**4,667,298**	**13.9863**	**4,667,297**	**1**	**100.0000**	**0.0000**
	Total	**274,438,416**	**228,337,968**	**83.2019**	**228,337,967**	**1**	**100.0000**	**0.0000**

iii.

Resolution required: (Ordinary/ Special)	ORDINARY - Re- appointment of Mrs. Rajashree Birla, Director retiring by rotation.							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes, Mr. Kumar Mangalam Birla holding 14,065 shares was interested since he is son of Mrs. Rajashree Birla.							
Category	**Mode of Voting**	**No. of shares held (1)**	**No. of votes polled (2)**	**% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100**	**No. of Votes – in favour (4)**	**No. of Votes – against (5)**	**% of Votes in favour on votes polled (6)=[(4)/(2)]*100**	**% of Votes against on votes polled (7)=[(5)/(2)]*100**
Promoter and Promoter Group	E-Voting	168,138,057	166,812,761	99.2118	166,812,761	-	100.0000	0.0000
	Poll		45,538	0.0271	45,538	-	100.0000	0.0000
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	**168,138,057**	**166,858,299**	**99.2389**	**166,858,299**	**-**	**100.0000**	**0.0000**
Public- Institutions	E-Voting	72,929,746	50,607,020	69.3915	29,303,953	21,303,067	57.9049	42.0950
	Poll		-	-	-	-	0.0000	0.0000
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	**72,929,746**	**50,607,020**	**69.3915**	**29,303,953**	**21,303,067**	**57.9049**	**42.0951**
Public- Non Institutions	E-Voting	33,370,613	4,642,629	13.9123	4,642,436	193	99.9958	0.0041
	Poll		24,655	0.0739	24,655	-	100.0000	0.0000
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	**33,370,613**	**4,667,284**	**13.9862**	**4,667,091**	**193**	**99.9959**	**0.0041**
	Total	**274,438,416**	**222,132,603**	**80.9408**	**200,829,343**	**21,303,260**	**90.4097**	**9.5903**

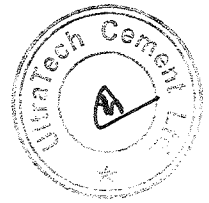


iv.

Resolution required: (Ordinary/ Special)	ORDINARY - Ratification of appointment of BSR & Co. LLP, Chartered Accountants, Mumbai as Joint Statutory Auditors of the Company.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	**Mode of Voting**	**No. of shares held (1)**	**No. of votes polled (2)**	**% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100**	**No. of Votes – in favour (4)**	**No. of Votes – against (5)**	**% of Votes in favour on votes polled (6)=[(4)/(2)]*100**	**% of Votes against on votes polled (7)=[(5)/(2)]*100**
Promoter and Promoter Group	E-Voting	168,138,057	166,812,761	99.2118	166,812,761	-	100.0000	0.0000
	Poll		45,538	0.0271	45,538	-	100.0000	0.0000
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	**168,138,057**	**166,858,299**	**99.2389**	**166,858,299**	**-**	**100.0000**	**0.0000**
Public- Institutions	E-Voting	72,929,746	56,764,128	77.8340	56,141,172	622,956	98.9025	1.0974
	Poll		-	-	-	-	0.0000	0.0000
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	**72,929,746**	**56,764,128**	**77.8340**	**56,141,172**	**622,956**	**98.9026**	**1.0974**
Public- Non Institutions	E-Voting	33,370,613	4,642,619	13.9123	4,642,618	1	99.9999	0.0000
	Poll		24,655	0.0739	24,633	22	99.9107	0.0892
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	**33,370,613**	**4,667,274**	**13.9862**	**4,667,251**	**23**	**99.9995**	**0.0005**
	Total	**274,438,416**	**228,289,701**	**83.1843**	**227,666,722**	**622,979**	**99.7271**	**0.2729**

v.

Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of M/s. Khimji Kunverji & Co., Chartered Accountants, Mumbai as Joint Statutory Auditors of the Company.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	**Mode of Voting**	**No. of shares held (1)**	**No. of votes polled (2)**	**% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100**	**No. of Votes – in favour (4)**	**No. of Votes – against (5)**	**% of Votes in favour on votes polled (6)=[(4)/(2)]*100**	**% of Votes against on votes polled (7)=[(5)/(2)]*100**
Promoter and Promoter Group	E-Voting	168,138,057	166,812,761	99.2118	166,812,761	-	100.0000	0.0000
	Poll		45,538	0.0271	45,538	-	100.0000	0.0000
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	**168,138,057**	**166,858,299**	**99.2389**	**166,858,299**	**-**	**100.0000**	**0.0000**
Public- Institutions	E-Voting	72,929,746	56,764,128	77.8340	56,141,172	622,956	98.9025	1.0974
	Poll		-	-	-	-	0.0000	0.0000
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	**72,929,746**	**56,764,128**	**77.8340**	**56,141,172**	**622,956**	**98.9026**	**1.0974**
Public- Non Institutions	E-Voting	33,370,613	4,642,609	13.9123	4,642,466	143	99.9969	0.0030
	Poll		24,655	0.0739	24,633	22	99.9107	0.0892
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	**33,370,613**	**4,667,264**	**13.9862**	**4,667,099**	**165**	**99.9965**	**0.0035**
	Total	**274,438,416**	**228,289,691**	**83.1843**	**227,666,570**	**623,121**	**99.7270**	**0.2730**

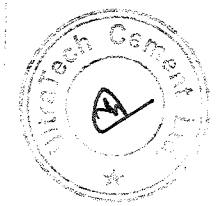


vi.

Resolution required: (Ordinary/ Special)	ORDINARY - Ratification of the remuneration of the Cost Auditors viz. M/s. N. I. Mehta & Co., Cost Accountants, Mumbai and M/s. N. D. Birla & Co., Cost Accountants, Ahmedabad for the financial year ending 31st March, 2017.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	**Mode of Voting**	**No. of shares held (1)**	**No. of votes polled (2)**	**% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100**	**No. of Votes – in favour (4)**	**No. of Votes – against (5)**	**% of Votes in favour on votes polled (6)=[(4)/(2)]*100**	**% of Votes against on votes polled (7)=[(5)/(2)]*100**
Promoter and Promoter Group	E-Voting	168,138,057	166,812,761	99.2118	166,812,761	-	100.0000	0.0000
	Poll		45,538	0.0271	45,538	-	100.0000	0.0000
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	**168,138,057**	**166,858,299**	**99.2389**	**166,858,299**	**-**	**100.0000**	**0.0000**
Public- Institutions	E-Voting	72,929,746	56,764,128	77.8340	56,764,128	-	100.0000	0.0000
	Poll		-	-	-	-	0.0000	0.0000
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	**72,929,746**	**56,764,128**	**77.8340**	**56,764,128**	**-**	**100.0000**	**0.0000**
Public- Non Institutions	E-Voting	33,370,613	4,642,457	13.9118	4,642,456	1	99.9999	0.0000
	Poll		24,655	0.0739	24,633	22	99.9107	0.0892
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	**33,370,613**	**4,667,112**	**13.9857**	**4,667,089**	**23**	**99.9995**	**0.0005**
	Total	**274,438,416**	**228,289,539**	**83.1843**	**228,289,516**	**23**	**99.99999**	**0.00001**

vii.

Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Mr. K. K. Maheshwari as a Director of the Company.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	**Mode of Voting**	**No. of shares held (1)**	**No. of votes polled (2)**	**% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100**	**No. of Votes – in favour (4)**	**No. of Votes – against (5)**	**% of Votes in favour on votes polled (6)=[(4)/(2)]*100**	**% of Votes against on votes polled (7)=[(5)/(2)]*100**
Promoter and Promoter Group	E-Voting	168,138,057	166,812,761	99.2118	166,812,761	-	100.0000	0.0000
	Poll		45,538	0.0271	45,538	-	100.0000	0.0000
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	**168,138,057**	**166,858,299**	**99.2389**	**166,858,299**	**-**	**100.0000**	**0.0000**
Public- Institutions	E-Voting	72,929,746	56,312,371	77.2145	56,196,758	115,613	99.7946	0.2053
	Poll		-	-	-	-	0.0000	0.0000
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	**72,929,746**	**56,312,371**	**77.2145**	**56,196,758**	**115,613**	**99.7947**	**0.2053**
Public- Non Institutions	E-Voting	33,370,613	4,642,467	13.9118	4,642,466	1	99.9999	0.0000
	Poll		24,655	0.0739	24,633	22	99.9107	0.0892
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	**33,370,613**	**4,667,122**	**13.9857**	**4,667,099**	**23**	**99.9995**	**0.0005**
	Total	**274,438,416**	**227,837,792**	**83.0196**	**227,722,156**	**115,636**	**99.9492**	**0.0508**



viii.

Resolution required: (Ordinary/ Special)	ORDINARY - Appointment and remuneration of Mr. K. K. Maheshwari as the Managing Director of the Company.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	**Mode of Voting**	**No. of shares held (1)**	**No. of votes polled (2)**	**% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100**	**No. of Votes – in favour (4)**	**No. of Votes – against (5)**	**% of Votes in favour on votes polled (6)=[(4)/(2)]*100**	**% of Votes against on votes polled (7)=[(5)/(2)]*100**
Promoter and Promoter Group	E-Voting	168,138,057	166,812,761	99.2118	166,812,761	-	100.0000	0.0000
	Poll		45,538	0.0271	45,538	-	100.0000	0.0000
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	**168,138,057**	**166,858,299**	**99.2389**	**166,858,299**	**-**	**100.0000**	**0.0000**
Public- Institutions	E-Voting	72,929,746	55,311,275	75.8419	54,862,632	448,643	99.1888	0.8111
	Poll		-	-	-	-	0.0000	0.0000
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	**72,929,746**	**55,311,275**	**75.8419**	**54,862,632**	**448,643**	**99.1889**	**0.8111**
Public- Non Institutions	E-Voting	33,370,613	4,642,467	13.9118	4,642,466	1	99.9999	0.0000
	Poll		24,655	0.0739	24,633	22	99.9107	0.0892
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	**33,370,613**	**4,667,122**	**13.9857**	**4,667,099**	**23**	**99.9995**	**0.0005**
	Total	**274,438,416**	**226,836,696**	**82.6549**	**226,388,030**	**448,666**	**99.8022**	**0.1978**

ix.

Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Mrs. Alka Marezban Bharucha as a Director of the Company.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	**Mode of Voting**	**No. of shares held (1)**	**No. of votes polled (2)**	**% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100**	**No. of Votes – in favour (4)**	**No. of Votes – against (5)**	**% of Votes in favour on votes polled (6)=[(4)/(2)]*100**	**% of Votes against on votes polled (7)=[(5)/(2)]*100**
Promoter and Promoter Group	E-Voting	168,138,057	166,812,761	99.2118	166,812,761	-	100.0000	0.0000
	Poll		45,538	0.0271	45,538	-	100.0000	0.0000
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	**168,138,057**	**166,858,299**	**99.2389**	**166,858,299**	**-**	**100.0000**	**0.0000**
Public- Institutions	E-Voting	72,929,746	55,859,518	76.5936	55,859,518	-	100.0000	0.0000
	Poll		-	-	-	-	0.0000	0.0000
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	**72,929,746**	**55,859,518**	**76.5936**	**55,859,518**	**-**	**100.0000**	**0.0000**
Public- Non Institutions	E-Voting	33,370,613	4,642,387	13.9116	4,642,386	1	99.9999	0.0000
	Poll		24,655	0.0739	24,633	22	99.9107	0.0892
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	**33,370,613**	**4,667,042**	**13.9855**	**4,667,019**	**23**	**99.9995**	**0.0005**
	Total	**274,438,416**	**227,384,859**	**82.8546**	**227,384,836**	**23**	**99.99999**	**0.00001**

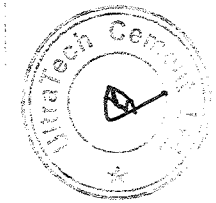


x.

Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Mr. Atul Daga as a Director of the Company.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	**Mode of Voting**	**No. of shares held (1)**	**No. of votes polled (2)**	**% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100**	**No. of Votes – in favour (4)**	**No. of Votes – against (5)**	**% of Votes in favour on votes polled (6)=[(4)/(2)]*100**	**% of Votes against on votes polled (7)=[(5)/(2)]*100**
Promoter and Promoter Group	E-Voting	168,138,057	166,812,761	99.2118	166,812,761	-	100.0000	0.0000
	Poll		45,538	0.0271	45,538	-	100.0000	0.0000
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	**168,138,057**	**166,858,299**	**99.2389**	**166,858,299**	**-**	**100.0000**	**0.0000**
Public- Institutions	E-Voting	72,929,746	56,312,371	77.2145	55,373,938	938433	98.3335	1.6664
	Poll		-	-	-	-	0.0000	0.0000
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	**72,929,746**	**56,312,371**	**77.2145**	**55,373,938**	**938,433**	**98.3335**	**1.6665**
Public- Non Institutions	E-Voting	33,370,613	4,642,457	13.9118	4,642,456	1	99.9999	0.0000
	Poll		24,655	0.0739	24,633	22	99.9107	0.0892
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	**33,370,613**	**4,667,112**	**13.9857**	**4,667,089**	**23**	**99.9995**	**0.0005**
	Total	**274,438,416**	**227,837,782**	**83.0196**	**226,899,326**	**938,456**	**99.5881**	**0.4119**

xi.

Resolution required: (Ordinary/ Special)	ORDINARY - Appointment and remuneration of Mr. Atul Daga as Whole-time Director and Chief Financial Officer of the Company.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	**Mode of Voting**	**No. of shares held (1)**	**No. of votes polled (2)**	**% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100**	**No. of Votes – in favour (4)**	**No. of Votes – against (5)**	**% of Votes in favour on votes polled (6)=[(4)/(2)]*100**	**% of Votes against on votes polled (7)=[(5)/(2)]*100**
Promoter and Promoter Group	E-Voting	168,138,057	166,812,761	99.2118	166,812,761	-	100.0000	0.0000
	Poll		45,538	0.0271	45,538	-	100.0000	0.0000
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	**168,138,057**	**166,858,299**	**99.2389**	**166,858,299**	**-**	**100.0000**	**0.0000**
Public- Institutions	E-Voting	72,929,746	55,359,518	75.9080	54,252,825	1,106,693	98.0008	1.9991
	Poll		-	-	-	-	0.0000	0.0000
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	**72,929,746**	**55,359,518**	**75.9080**	**54,252,825**	**1,106,693**	**98.0009**	**1.9991**
Public- Non Institutions	E-Voting	33,370,613	4,642,387	13.9116	4,642,386	1	99.9999	0.0000
	Poll		24,655	0.0739	24,633	22	99.9107	0.0892
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	**33,370,613**	**4,667,042**	**13.9855**	**4,667,019**	**23**	**99.9995**	**0.0005**
	Total	**274,438,416**	**226,884,859**	**82.6724**	**225,778,143**	**1,106,716**	**99.5122**	**0.4878**



xii.

Resolution required: (Ordinary/ Special)	SPECIAL - Issue of Non-convertible Redeemable Debentures on private placement basis upto an amount of Rs. 9,000 crores.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	**Mode of Voting**	**No. of shares held (1)**	**No. of votes polled (2)**	**% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100**	**No. of Votes – in favour (4)**	**No. of Votes – against (5)**	**% of Votes in favour on votes polled (6)=[(4)/(2)]*100**	**% of Votes against on votes polled (7)=[(5)/(2)]*100**
Promoter and Promoter Group	E-Voting	168,138,057	166,812,761	99.2118	166,812,761	-	100.0000	0.0000
	Poll		45,538	0.0271	45,538	-	100.0000	0.0000
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	**168,138,057**	**166,858,299**	**99.2389**	**166,858,299**	**-**	**100.0000**	**0.0000**
Public- Institutions	E-Voting	72,929,746	56,812,371	77.9001	56,812,371	-	100.0000	0.0000
	Poll		-	-	-	-	0.0000	0.0000
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	**72,929,746**	**56,812,371**	**77.9001**	**56,812,371**	**-**	**100.0000**	**0.0000**
Public- Non Institutions	E-Voting	33,370,613	4,642,633	13.9123	4,642,109	524	99.9887	0.0112
	Poll		24,655	0.0739	24,633	22	99.9107	0.0892
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	**33,370,613**	**4,667,288**	**13.9862**	**4,666,742**	**546**	**99.9883**	**0.0117**
	Total	**274,438,416**	**228,337,958**	**83.2019**	**228,337,412**	**546**	**99.9998**	**0.0002**

xiii.

Resolution required: (Ordinary/ Special)	SPECIAL - Increase in borrowing limits of the Company.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	**Mode of Voting**	**No. of shares held (1)**	**No. of votes polled (2)**	**% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100**	**No. of Votes – in favour (4)**	**No. of Votes – against (5)**	**% of Votes in favour on votes polled (6)=[(4)/(2)]*100**	**% of Votes against on votes polled (7)=[(5)/(2)]*100**
Promoter and Promoter Group	E-Voting	168,138,057	166,812,761	99.2118	166,812,761	-	100.0000	0.0000
	Poll		45,538	0.0271	45,538	-	100.0000	0.0000
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	**168,138,057**	**166,858,299**	**99.2389**	**166,858,299**	**-**	**100.0000**	**0.0000**
Public- Institutions	E-Voting	72,929,746	56,812,371	77.9001	56,812,371	-	100.0000	0.0000
	Poll		-	-	-	-	0.0000	0.0000
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	**72,929,746**	**56,812,371**	**77.9001**	**56,812,371**	**-**	**100.0000**	**0.0000**
Public- Non Institutions	E-Voting	33,370,613	4,642,628	13.9123	4,642,087	541	99.9883	0.0116
	Poll		24,655	0.0739	24,633	22	99.9107	0.0892
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	**33,370,613**	**4,667,283**	**13.9862**	**4,666,720**	**563**	**99.9879**	**0.0121**
	Total	**274,438,416**	**228,337,953**	**83.2019**	**228,337,390**	**563**	**99.9998**	**0.0002**



xiv.

Resolution required: (Ordinary/ Special)	SPECIAL - Creation of security on the properties of the Company, both present and future, in favour of lenders.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	**Mode of Voting**	**No. of shares held (1)**	**No. of votes polled (2)**	**% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100**	**No. of Votes – in favour (4)**	**No. of Votes – against (5)**	**% of Votes in favour on votes polled (6)=[(4)/(2)]*100**	**% of Votes against on votes polled (7)=[(5)/(2)]*100**
Promoter and Promoter Group	E-Voting	168,138,057	166,812,761	99.2118	166,812,761	-	100.0000	0.0000
	Poll		45,538	0.0271	45,538	-	100.0000	0.0000
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	**168,138,057**	**166,858,299**	**99.2389**	**166,858,299**	**-**	**100.0000**	**0.0000**
Public- Institutions	E-Voting	72,929,746	56,764,128	77.8340	56,764,128	-	100.0000	0.0000
	Poll		-	-	-	-	0.0000	0.0000
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	**72,929,746**	**56,764,128**	**77.8340**	**56,764,128**	**-**	**100.0000**	**0.0000**
Public- Non Institutions	E-Voting	33,370,613	4,642,628	13.9123	4,642,021	607	99.9869	0.0130
	Poll		24,655	0.0739	24,633	22	99.9107	0.0892
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	**33,370,613**	**4,667,283**	**13.9862**	**4,666,654**	**629**	**99.9865**	**0.0135**
	Total	**274,438,416**	**228,289,710**	**83.1843**	**228,289,081**	**629**	**99.9997**	**0.0003**

xv.

Resolution required: (Ordinary/ Special)	SPECIAL - Increase in limits for investment in the equity share capital of the Company by Registered Foreign Portfolio Investors including Foreign Institutional Investors from 24% to 30%.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	**Mode of Voting**	**No. of shares held (1)**	**No. of votes polled (2)**	**% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100**	**No. of Votes – in favour (4)**	**No. of Votes – against (5)**	**% of Votes in favour on votes polled (6)=[(4)/(2)]*100**	**% of Votes against on votes polled (7)=[(5)/(2)]*100**
Promoter and Promoter Group	E-Voting	168,138,057	166,812,761	99.2118	166,812,761	-	100.0000	0.0000
	Poll		45,538	0.0271	45,538	-	100.0000	0.0000
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	**168,138,057**	**166,858,299**	**99.2389**	**166,858,299**	**-**	**100.0000**	**0.0000**
Public- Institutions	E-Voting	72,929,746	56,812,371	77.9001	56,812,371	-	100.0000	0.0000
	Poll		-	-	-	-	0.0000	0.0000
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	**72,929,746**	**56,812,371**	**77.9001**	**56,812,371**	**-**	**100.0000**	**0.0000**
Public- Non Institutions	E-Voting	33,370,613	4,642,593	13.9122	4,642,525	68	99.9985	0.0014
	Poll		24,655	0.0739	24,633	22	99.9107	0.0892
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	**33,370,613**	**4,667,248**	**13.9861**	**4,667,158**	**90**	**99.9981**	**0.0019**
	Total	**274,438,416**	**228,337,918**	**83.2019**	**228,337,828**	**90**	**99.99996**	**0.00004**

